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*Proposed Counsel for the Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
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**NOTICE OF FILING AMENDED AND RESTATED ASSET PURCHASE AGREEMENT
AMONG NATIONSTAR MORTGAGE LLC AND CERTAIN DEBTORS**

PLEASE TAKE NOTICE THAT on May 14, 2012, the debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”)¹ filed the *Debtors’ Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), 365 and 1123, and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 For Order: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances,*

¹ The names of the Debtors in these cases and their respective tax identification numbers are identified on Exhibit 1 to the Affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC in Support of the Chapter 11 Petitions and First Day Pleadings (Dkt. No. 6).

*and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto;
(III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired
Leases Related Thereto; and (IV) Granting Related Relief (the “Sale Motion”) (Dkt No. 61).*

PLEASE TAKE FURTHER NOTICE that on June 28, 2012, in connection with the Sale Motion, the Debtors filed the Asset Purchase Agreement by and among Nationstar Mortgage LLC and Residential Capital, LLC, Residential Funding Company, LLC, GMAC Mortgage, LLC, Executive Trustee Services, LLC, ETS of Washington, Inc., EPRE LLC and RFC Borrower LLC dated as of June 28, 2012 (the “Amended and Restated Nationstar APA”).

PLEASE TAKE FURTHER NOTICE that a copy of the Amended and Restated Nationstar APA can be viewed and obtained on the Court’s internet website at www.nysb.uscourts.gov and on the independent website maintained by the Debtors, <http://www.kccllc.net/rescap>. A login and password to the Court’s Public Access to Electronic Court Records (“PACER”) are required to access www.nysb.uscourts.gov and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov.

Dated: June 28, 2012
New York, New York

/s/ Darren M. Nashelsky
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Gary S. Lee
Todd M. Goren
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